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## 晉利地產金融有限公司

### **OXFORD PROPERTIES & FINANCE LIMITED**

*(a company with limited liability incorporated and existing under the laws of Hong Kong)*  
(Stock code: 220)

#### **ANNOUNCEMENT**

#### **RESULTS OF THE COURT MEETINGS AND THE EGM**

At the respective Court Meetings of the Company, each of which was duly held on 28th April, 2004, each of the resolutions as proposed was duly passed within the meanings as ascribed thereto pursuant to section 166 of the Companies Ordinance and Rule 2.10 of the Takeovers Code.

At the EGM of the Company, which was duly held on 28th April, 2004 following the conclusion of the Court Meetings, each of the resolutions as proposed was duly passed in accordance with the provisions of the Memorandum and Articles of Association of the Company.

Trading of the shares of the Company has been suspended with effect from 9:30 a.m. on 28th April, 2004 pending the release of this announcement. Application will be made by the Company to the Stock Exchange for the resumption of trading through the facilities of the Stock Exchange from 9:30 a.m. on Thursday, 29th April, 2004.

#### **INTRODUCTION**

Reference is made to the Offer Document issued by Smart Extra and dated 17th June, 2003, and the announcements made by the Company dated 2nd July, 2003, 4th August, 2003, 4th September, 2003, 2nd October, 2003 and 26th March, 2004, the Composite Document issued by the Company and dated 3rd October, 2003 in respect of the Offer and the Scheme Proposal involving the proposed privatisation of the Company and the Explanatory Circular issued by the Company and dated 29th March, 2004. Terms used in this announcement shall have the same meanings as those defined in the Explanatory Circular unless the context otherwise requires.

The Board would like to hereby announce that:

- (1) at the respective Court Meetings of the Company each of which was duly held on 28th April, 2004, each of the resolutions as proposed was duly passed within the meanings as ascribed thereto pursuant to section 166 of the Companies Ordinance and Rule 2.10 of the Takeovers Code; and

(2) at the EGM of the Company, which was duly held on 28th April, 2004 following the conclusion of the Court Meetings, each of the resolutions as proposed was duly passed in accordance with the provisions of the Memorandum and Articles of Association of the Company.

The voting of all such resolutions as duly proposed and passed was taken by a poll, the results of which are as follows:

### Court Meetings

Meeting		Present and Voting			Voted for the Resolution			Voted against the Resolution		
	How present	No.	Shares represented		No.	Shares represented		No.	Shares represented	
				%			%			%
Class A: “That the Class A holders do approve the said Scheme”	In person	0	0	0	0	0	0	0	0	0
	By proxy	1	409,400	100	1	409,400	100	0	0	0
	<b>Totals</b>	<b>1</b>	<b>409,400</b>	<b>100</b>	<b>1</b>	<b>409,400</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>
Class B: “That the Class B holders do approve the said Scheme”	In person	11	2,581,180	50.342	9	2,435,180	47.495	3	146,000	2.848
	By proxy	70	2,546,065	49.658	70	2,546,065	49.657	0	0	0
	<b>Totals</b>	<b>81*</b>	<b>5,127,245</b>	<b>100</b>	<b>79</b>	<b>4,981,245</b>	<b>97.152</b>	<b>3</b>	<b>146,000</b>	<b>2.848</b>

### EGM

#### Resolution (A)

EGM		Present and Voting			Voted for the Resolution			Voted against the Resolution		
How present	No.	Shares represented		No.	Shares represented		No.	Shares represented		
				%			%		%	
In person	13	2,631,180	3.984	11	2,485,180	3.764	3	146,000	0.22	
By proxy	74	63,412,481	96.016	74	63,412,481	96.016	0	0	0	
<b>Totals</b>	<b>87*</b>	<b>66,043,661</b>	<b>100</b>	<b>85</b>	<b>65,897,661</b>	<b>99.78</b>	<b>3</b>	<b>146,000</b>	<b>0.22</b>	

**Resolution (B)**

EGM	Present and Voting			Voted for the Resolution			Voted against the Resolution		
	How present	No.	Shares represented	No.	Shares represented	No.	Shares represented	No.	Shares represented
			%			%			%
In person	13	2,631,180	3.984	11	2,485,180	3.764	3	146,000	0.22
By proxy	74	63,412,481	96.016	74	63,412,481	96.016	0	0	0
<b>Totals</b>	<b>87*</b>	<b>66,043,661</b>	<b>100</b>	<b>85</b>	<b>65,897,661</b>	<b>99.78</b>	<b>3</b>	<b>146,000</b>	<b>0.22</b>

**Resolution (C)**

EGM	Present and Voting			Voted for the Resolution			Voted against the Resolution		
	How present	No.	Shares represented	No.	Shares represented	No.	Shares represented	No.	Shares represented
			%			%			%
In person	13	2,631,180	3.984	11	2,485,180	3.764	3	146,000	0.22
By proxy	74	63,412,481	96.016	74	63,412,481	96.016	0	0	0
<b>Totals</b>	<b>87*</b>	<b>66,043,661</b>	<b>100</b>	<b>85</b>	<b>65,897,661</b>	<b>99.78</b>	<b>3</b>	<b>146,000</b>	<b>0.22</b>

\* Hong Kong Securities Clearing Company Limited voted against and for at the same time.

If the Scheme is sanctioned by the High Court of Hong Kong (with or without modification) at the hearing in the High Court on the scheduled date of hearing, namely: Friday, 18th June 2004 (accordingly, the last day for trading will be Thursday, 10th June, 2004), it is expected that the Scheme will become effective on Monday, 21st June, 2004 when, inter alia, an office copy of the Court Order minutes containing the particulars required by section 166 of the Companies Ordinance is delivered to, and registered by, the Registrar of Companies in Hong Kong whereupon and subject always to the Scheme becoming effective, an application will be duly made by the Company to the Stock Exchange for the withdrawal of its listing on the Stock Exchange with effect from 4:00 p.m. on Monday, 21st June, 2004. On the presumption that the Scheme will become effective on Monday, 21st June, 2004 as aforesaid, cheques for the Cancellation Price are expected to be despatched to the holders of Scheme Shares or persons nominated by them on or before Wednesday, 30th June 2004. Shareholders' attention is hereby referred to the Explanatory Circular dated 29th March, 2004 and the Company's announcement dated 26th March, 2004 where an Expected Time Table containing more comprehensive information can be found thereto.

Shareholders should note that the above timetable, which is mainly dependent on the availability of the dates for the High Court to hear the proceedings relating to the Scheme, is subject to change. Further announcements will be made in the event that there is any change.

Trading of the shares of the Company has been suspended with effect from 9:30 a.m. on 28th April, 2004 pending the release of this announcement. Application will be made by the Company to the Stock Exchange for the resumption of trading through the facilities of the Stock Exchange with effect from 9:30 a.m., on Thursday, 29th April, 2004.

As at the date hereof, the directors of the Company are as follows:

Seto Chak Wah Michael	Chairman and Executive Director
Lee Teh Yee William	Executive Director
Kiang Chee Man Robert	Executive Director
Wong Shu Yuen	Executive Director
Lai Man Leung	Non-executive Director
Clive William Oxley	Non-executive Director
Cheung Tze Fat Alfred	Independent non-executive Director
Lau Hak Lap	Independent non-executive Director

By order of the Board of  
**Oxford Properties & Finance Limited**  
司徒澤樺  
**Michael Seto Chak Wah**  
*Chairman*

Hong Kong, 28th April, 2004

*The directors of Oxford jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

Please also refer to the published version of this announcement in The Standard.